

## **EXHIBIT D**

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F

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re	)	
	)	
DELPHI CORPORATION, et al.,	)	Case No. 05-44481
	)	(RDD) Chapter 11
	)	
Debtors.	)	
	)	(Jointly Administered)
	)	

**FRY'S METALS, INC., A COOKSON COMPANY'S RESPONSE TO DEBTORS'  
FIFTEENTH OMNIBUS CLAIMS OBJECTION**

NOW COMES Fry's Metals Inc., a Cookson Company ("Fry's"), by and through its attorneys, Adler Pollock & Sheehan P.C., and files its response in opposition to the Debtor's Fifteenth Omnibus Claims Objection to Fry's Proof of Claim No. 15679 and No. 15681 and in further support thereof, respectfully offers as follows:

1. On October 8 and 14, 2005, Debtors filed a voluntary petition for reorganization under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"). Debtor is operating its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 7, 2005, the day before Debtors filed the bankruptcy petition, Fry's received a payment from Debtors of approximately \$167,000. Debtor asked Fry's to use this payment as pre-payment for shipments that Fry's was to make to Debtors the following week.

This type of pre-payment arrangement was the usual course of business between Fry's and the Debtors at this point in time.

3. Debtors then made another approximately \$167,000 post-petition payment to Fry's, which was a duplicative payment.

4. Fry's deposited the post-petition duplicative payment in its pre-petition account which it had for Debtors. This duplicative payment remained in Debtors' pre-petition account for several months.

5. In the first half of 2006, Debtors informed Fry's that it would reduce the amount of its payments for post-petition shipments by the amount of the duplicative payment that Fry's had in its account. These reductions in payment occurred in the first half of 2006.

7. Fry's applied the amount of the duplicative payment, which it had been holding in its pre-petition account for Debtors, to the post-petition invoices which Delphi intentionally underpaid, with the expectation that Fry's would apply the duplicative payment to the underpaid invoices.

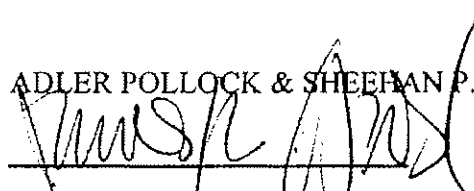
8. The issue of the duplicative payment is fully resolved because the full amount of the duplicative payment was credited to post-petition shipments. Thus, the duplicative payment does not affect the amount due and owing from Debtors for the pre-petition payment of goods and the amounts set forth in the Proofs of Claim are due and owing. Claim Number 15679 and 15681 account for approximately \$70,512 of the amount due and owing.

9. All documentation showing shipments to Debtors, Debtors payments to Fry's and Fry's credit thereof have been previously submitted to Debtors and are incorporated by reference.

WHEREFORE, Fry's respectfully requests that Debtors' objection to Fry's claims be  
withdrawn.

Dated: June 15, 2007

ADLER POLLOCK & SHEEHAN P.C.

  
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Company

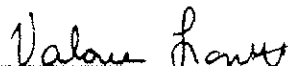
CERTIFICATE OF SERVICE

I hereby certify that on this 15<sup>th</sup> day of June, 2007, I caused a true and accurate copy of  
the within to be served by Regular U.S. Mail upon the following:

Honorable Robert D. Drain  
United States Bankruptcy Judge  
United States Bankruptcy Court for the Southern District of New York  
One Bowling Green, Room 110  
New York, New York 10004

Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098  
Attention: General Counsel

Skadden, Arps, Slate, Meagher & Flom LLP  
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Chicago, Illinois 60606  
Attention: John Wm. Butler, Jr.  
John K. Lyons  
Joseph N. Wharton

  
Valarie K. Lewis